

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York, 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:
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DELPHI CORPORATION, et al.,	:
	:
Debtors.	:
	:
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Chapter 11
Case No. 05-44481 (RDD)
(Jointly Administered)

JOINT STIPULATION AND AGREED ORDER (I) DISALLOWING
AND EXPUNGING PROOF OF CLAIM NUMBER 15611
AND (II) COMPROMISING AND ALLOWING PROOF OF CLAIM NUMBER 12221
(SAMTECH CORPORATION AND MTRONICS.COM, INC.)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), Samtech Corporation ("Samtech"), and Mtronics.com, Inc., successor by merger to Multitronics, Inc. ("Mtronics"), respectfully submit this Joint Stipulation And Agreed Order (i) Disallowing And Expunging Proof Of Claim Number 15611 And (ii) Compromising And Allowing Proof Of Claim Number 12221 (Samtech Corporation And Mtronics.com, Inc.) and agree and state as follows:

WHEREAS on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS Mtronics filed proof of claim number 12221 against Delphi Automotive Systems LLC ("DAS LLC") on July 28, 2006, which asserts an unsecured non-priority claim in the amount of \$377,283.79 (the "Mtronics Claim") stemming from alleged unpaid invoices for goods sold.

WHEREAS Samtech filed proof of claim number 15611 against Delphi on July 31, 2006, which asserts a secured claim in the amount of \$375,386.80 (the "Samtech Claim") stemming from alleged unpaid invoices for goods sold.

WHEREAS the Debtors objected to the Samtech Claim pursuant to the Debtors' Fifth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation And (b) Claims Not Reflected On The Debtors' Books And Records (Docket No. 6100) (the "Fifth Omnibus Claims Objection"), which was filed on December 8, 2006.

WHEREAS on January 3, 2007, Samtech filed its Response To Debtors' Fifth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation And (b) Claims Not Reflected On The Debtors' Books And Records (Docket No. 6400) (the "Fifth Omnibus Response").

WHEREAS the Debtors objected to the Mtronics Claim pursuant to the Debtors' Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Not Reflected On The Debtors' Books And Records, (c) Untimely Claims, And (d) Claims Subject To Modification (Docket No. 6968) (the "Ninth Omnibus Claims Objection"), which was filed on February 15, 2007.

WHEREAS on March 14, 2007, Samtech filed Samtech Corporation's Response To Debtors' Request To Modify Claim No. 12221 Filed By Mtronics As Set Forth In Debtors' Ninth Omnibus Objection (Docket No. 7248) (the "Ninth Omnibus Response"), in which it opposed the relief requested by the Debtors in the Ninth Omnibus Claims Objection with respect to the Mtronics Claim.

WHEREAS Samtech has agreed not to seek payment from the Debtors for the Samtech Claim and has agreed that the Samtech Claim should be disallowed and expunged.

WHEREAS Mtronics does not oppose the relief requested in the Ninth Omnibus Claims Objection with respect to the Mtronics Claim.

WHEREAS on December, 2007, to resolve the Ninth Omnibus Claims Objection with respect to the Mtronics Claim, DAS LLC and Mtronics entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Mtronics Claim shall be allowed against DAS LLC in the amount of \$372,934.72.

WHEREAS DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

THEREFORE, the Debtors, Samtech, and Mtronics stipulate and agree as follows:

1. The Samtech Claim shall be disallowed and expunged in its entirety.
 2. The Mtronics Claim shall be reduced and allowed as a general unsecured claim in the amount of \$372,934.72 against DAS LLC.
 3. Samtech hereby withdraws both its Fifth Omnibus Response and its Ninth Omnibus Response.
 4. Nothing herein shall prejudice the parties' respective positions, including but not limited to the parties' respective claims, defenses and/or counterclaims in any future litigation or pending litigation styled, *Dephi Automotive Systems LLC f/k/a Delphi Delco Electronics Systems v. Shinwa International Holdings Ltd. f/k/a Shinwa Co. Ltd.; Samtech Corporation; Multitronics, Inc.; and Mtronics.com, Inc.*, pending in the United States District Court, Southern District of Indiana, Indianapolis Division; Cause No. 1:07-CV-0811-SEB-JMS.
- So Ordered in New York, New York, this 12th day of December, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606-1285
(312) 407-0700

- and -

Kayalyn A. Marafioti
Thomas J. Matz
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

/s/ Maria DiConza

Maria DiConza
GREENBERG TRAURIG LLP
MetLife Building
200 Park Avenue
New York, New York 10166
(212) 801-9200

- and -

Shari L. Heyen
1000 Louisiana Street, Suite 1800
Houston, Texas 77002
(713) 374-3500

Attorneys for Samtech Corporation

/s/ M. Leesa Booth

M. Leesa Booth
BRADLEY ARANT ROSE & WHITE LLP
1819 Fifth Avenue North
Birmingham, Alabama 35203
(205) 521-8180

Attorneys for Mtronics.com, Inc., successor
by merger to Multitronics, Inc.